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OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002) 102106580 Tab settings ⇒ ⇒ ⇒ To the Honorable Connissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. 1. Name of conveying party(ies): 2. Name and address of receiving party(ies) 5.23.02 Name: Advance Merchandising Company, Ind. Laralev, Inc. Address: Individual(s) Association Street Address: 5673 Airport Road General Partnership Limited Partnership City: Roanoke State: VA Zip: 24012 Corporation-State Other _____ Individual(s) citizenship_____ Association Additional name(s) of conveying party(ies) attached? Average Yes No General Partnership 3. Nature of conveyance: Limited Partnership ____ Corporation-State Virginia Assignment Merger Security Agreement Change of Name Other_ If assignee is not domiciled in the United States, a domestic Other____ representative designation is attached: Yes No (Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No Execution Date: <u>December 28, 2001</u> 4. Application number(s) or registration number(s): B. Trademark Registration No.(s) A. Trademark Application No.(s) Please see attached list. Yes 🔲 No Additional number(s) attached 6. Total number of applications and 5. Name and address of party to whom correspondence registrations involved: concerning document should be mailed: Name: Tara A. Branscom 7. Total fee (37 CFR 3.41).....\$_165.00 Internal Address: Flippin, Densmore, Morse Enclosed & Jessee Authorized to be charged to deposit account 8. Deposit account number: Street Address: 1800 First Union Tower. Drawer 1200 Zip:__24006 (Attach duplicate copy of this page if paying by deposit account) City: Roanoke DO NOT USE THIS SPACE To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true 9. Statement and signature. copy of the original document. Tara A. Branscom Name of Person Signing Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

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B. <u>Trademark Registration Nos.</u>

255,631

837,072

1,242,721

1,715,139

1.850,319

2,482,142



The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LARALEV, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ADVANCE MERCHANDISING COMPANY, INC." UNDER THE NAME OF "ADVANCE MERCHANDISING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF VIRGINIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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AUTHENTICATION: 1545738

DATE: 01-08-02

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 12/28/2001 010572808 - 2290365

CERTIFICATE OF MERGER

OF LARALEY, INC., A DELAWARE CORPORATION INTO

ADVANCE MERCHANDISING COMPANY, INC., A VIRGINIA CORPORATION

(UNDER SECTION 252 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE)

Advance Merchandising Company, Inc. hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:
 - (a) LARALEY, INC., a Delaware corporation; and
 - (b) Advance Merchandising Company, Inc., a Virginia corporation.
- (2) An agreement of merger, dated as of December 28, 2001, by and between LARALEV, INC. and Advance Merchandising Company, Inc. has been adopted, approved, certified, executed and acknowledged by LARALEV, INC. and Advance Merchandising Company, Inc. in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
 - (3) The name of the surviving corporation is Advance Merchandising Company, Inc.
- (4) The certificate of incorporation of Advance Merchandising Company, Inc., as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation.
 - (5) The surviving corporation is a corporation of the state of Virginia.
- (6) The executed agreement of merger is on file at the principal place of business of Advance Merchandising Company, Inc. at \$673 Airport Road, Roanoke, Virginia 24012.
- (7) A copy of the agreement of merger will be furnished by Advance Merchandising Company, Inc., on request and without cost, to any stockholder of LARALEV, INC. or Advance Merchandising Company, Inc.
- (8) Advance Merchandising Company, Inc., as the surviving corporation, hereby agrees that it may be served with process in the State of Dalawate in any proceeding for enforcement of any obligation of LARALEV, INC., as well as far enforcement of any obligation of any constituent corporation in the merger arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to 8 Del.C. §262 and Advance Merchandising Company, Inc. hereby irrevocably

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appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to Advance Merchandising Company, Inc. at the following address:

Advance Merchandising Company, Inc. 5673 Airport Road Roancke, Virginia 24012

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IN WITNESS WHEREOF, Advance Merchandising Company, Inc. has caused this cortificate to be signed by Isfi T. Oray, its authorized officer of the 22 day of December, 2001.

Name Jen J. Gray
Title Treasurer and Assistant Secretary

ADVANCE MERCHANDISING COMPANY, INC.

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RECORDED: 05/23/2002